

United States Bankruptcy Court
District of Massachusetts

In re:

DEHON, INC.,

Debtor

Chapter 11
Case No. 02-41045-HJB
(Substantively Consolidated)

STEPHEN S. GRAY,
AS PLAN ADMINISTRATOR OF
DEHON, INC.,

Plaintiff,

Adversary Proceeding
No. 04-04287-HJB

v.

BRIAN BARNETT, R. SCHORR
BERMAN, JOHN W. BROWN, JILL K.
CONWAY, PAUL E. GRAY,
JEROME H. GROSSMAN,
MICHAEL HAWLEY, THOMAS
JOBSKY, ASHOK S. KALELKAR,
MARGARET G. KERR, LORENZO
LAMADRID, CHARLES R. LAMANTIA,
PAMELA W. MCNAMARA,
BERNHARD METZGER, ARNO A.
PENZIAS, JAVIER ROTLLANT,
CLAIRE RUSKIN, STUART SAINT,
GERHARD SCHULMEYER, PETER
WOOD, and WOLFGANG ZILLESSEN,

Defendants

ORDER

For the reasons stated by this Court at the hearing held on October 26, 2004 regarding "Jill Ker Conway and Paul E. Gray's Motion for Determination that Proceedings are Non-Core," "Defendants R. Schorr Berman, John W. Brown, Jerome H. Grossman, M.D., Pamela W. McNamara, Arno A. Penzias, and Gerhard Schulmeyer's Motion for Determination that Certain Claims are Non-Core Proceedings," and "Defendants R. Schorr Berman, John W. Brown, Jerome H. Grossman, M.D., Pamela W. McNamara, Arno A. Penzias, and Gerhard Schulmeyer's Motion to Dismiss" (the "Motion to Dismiss"), as amended in this Court's Memorandum of Decision of even date; in accordance with paragraph 4 of the District Court's order of January 25, 2005; and pursuant to 28 U.S.C. § 157(b)(3), this Court rules that:

1. the following claims made by the Plaintiff are non-core proceedings:
 - a. Counts I through IV of the complaint made under Massachusetts General Law ch. 156B, § 61;
 - b. Count V of the complaint for breach of fiduciary duty;
 - c. Counts XIV, XXVII and XXXIII of the complaint made under Massachusetts General Law ch. 156B, § 45;
 - d. Counts XV, XXVIII, and XXXIV of the complaint for unjust enrichment; and
 - e. Count XLV of the complaint for judgment on a promissory note; and
2. the balance of the Plaintiff's claims, Counts VI through XIII, XVI through XXVI, XXIX through XXXII and XXXV through XLIV, are core proceedings under 28 U.S.C. § 157(b).

The Court DENIES the Motion to Dismiss with respect to Counts VI-IX and XXXVI-XLIV of the Complaint.

By the Court,

A handwritten signature in black ink, appearing to read "Henry J. Boroff", written in a cursive style.

Dated: October 5, 2005

Henry J. Boroff
United States Bankruptcy Judge

cc: United States Trustee
Plaintiff's Counsel
Defendants' Counsel